

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner

*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**FIRST MONTHLY FEE STATEMENT OF AKIN GUMP
STRAUSS HAUER & FELD LLP FOR PROFESSIONAL SERVICES
 RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
 TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF OCTOBER 24, 2018 THROUGH OCTOBER 31, 2018**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	October 24, 2018 through October 31, 2018
Monthly Fees Incurred:	\$1,092,467.50
20% Holdback:	\$218,493.50
Total Compensation Less 20% Holdback:	\$873,974.00
Monthly Expenses Incurred:	\$8,488.36
Total Fees and Expenses Due:	\$882,462.36

This is a x monthly ____ interim ____ final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “First Monthly Fee Statement”) covering the period from October 24, 2018 through and including October 31, 2018 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. Akin Gump requests: (a) interim allowance and payment of compensation in the amount of \$873,974.00 (80% of \$1,092,467.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Akin Gump and

(b) reimbursement of actual and necessary costs and expenses in the amount of \$8,488.36 incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

1. **Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.
2. **Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.
3. **Exhibit C** sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

4. **Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.
5. **Exhibit E** sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

6. Notice of this First Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); and (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the "Notice Parties").

7. Objections to this First Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **February 27, 2019** (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

8. If no objections to this First Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

9. If an objection to this First Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this First Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
February 12, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
pdublin@akingump.com
sbrauner@akingump.com

*Counsel to the Official Committee of
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Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Kerry Berchem	Corporate	1991	1,210.00	13.20	15,972.00
Alice Hsu	Corporate	1999	930.00	9.50	8,835.00
Allison Miller	Corporate	2003	950.00	46.30	43,985.00
Fred Lee	Finance	2005	1,210.00	9.50	11,495.00
Meng Ru	Finance	2005	970.00	29.60	28,712.00
Scott Welkis	Finance	1997	1,210.00	37.40	45,254.00
David Botter	Financial Restructuring	1990	1,375.00	34.40	47,300.00
Ira Dizengoff	Financial Restructuring	1993	1,475.00	51.10	75,372.50
Philip Dublin	Financial Restructuring	1999	1,375.00	51.40	70,675.00
Abid Qureshi	Financial Restructuring	1995	1,375.00	41.40	56,925.00
Marty Brimmage	Litigation	1995	1,240.00	24.80	30,752.00
Lacy Lawrence	Litigation	2006	910.00	29.60	26,936.00
Joseph Sorkin	Litigation	2008	1,045.00	32.90	34,380.50
John Bain	Real Estate	2007	840.00	25.30	21,252.00
David Phelps	Real Estate	1987	1,100.00	22.00	24,200.00
Howard Jacobson	Tax	1979	1,045	9.90	10,345.50
Total Partners				468.3	552,391.50

SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Erica McGrady	Corporate	1997	815.00	15.10	12,306.50
Carlos Villota	Finance	1997	820.00	17.90	14,678.00
Sara Brauner	Financial	2011	975.00	74.70	72,832.50
Alexis Freeman	Financial	2001	990.00	49.60	49,104.00
Chris Carty	Litigation	2010	890.00	45.40	40,406.00
Dean Chapman	Litigation	2009	895.00	11.80	10,561.00
Adam Locke	Litigation	2012	810.00	14.50	11,745.00
Brandon Morris	Tax	2009	945.00	9.50	8,977.50
Total Senior Counsel & Counsel				238.50	220,610.50
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
John Hill	Corporate	Pending	520.00	22.30	11,596.00
Jacqueline Lewis	Corporate	2018	520.00	13.90	7,228.00
Alison Steed	Corporate	2018	520.00	25.40	13,208.00
Tiffanye Threadcraft	Corporate	2013	765.00	30.00	22,950.00
J. Robertson Clarke	Financial	2011	885.00	5.50	4,867.50
Zachary Lanier	Financial	2017	620.00	64.20	39,804.00
Jeffrey Latov	Financial	2017	620.00	60.50	37,510.00
Shirin Mahkamova	Financial	Pending	540.00	46.50	25,110.00
Edward McNeilly	Financial	2017	620.00	32.90	20,398.00
Joseph Szydlo	Financial	Pending	540.00	45.60	24,624.00
Michael Chen	Litigation	Pending	520.00	6.90	3,588.00
Kathryn Demander	Litigation	2013	725.00	10.70	7,757.50
John Kane	Litigation	2016	645.00	19.00	12,255.00
Jillian Kulikowski	Litigation	Pending	520.00	8.30	4,316.00

Daniel Park	Litigation	2011	590.00	21.10	12,449.00
Saurabh Sharad	Litigation	2015	715.00	19.20	13,728.00
Ramin Savar	Real Estate	2015	590.00	20.60	12,154.00
Menachem Danishefsky	Tax	2017	835.00	11.50	9,602.50
Total Associates				464.10	283,145.50
PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Turner Smith	Corporate	N/A	205.00	6.00	1,230.00
Brenda Kemp	Financial	N/A	330.00	20.70	6,831.00
Dagmara Krasa-Berstell	Financial Restructuring	N/A	385.00	28.30	10,895.50
Tracy Southwell	Financial	N/A	385.00	45.10	17,363.50
Total Legal Assistants				100.10	36,320.00
Total Hours / Fees Requested				1271.00	1,092,467.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,093.66	706.80	773,002.00
Associates	610.10	464.10	283,145.50
Paralegals/Non-Legal Staff	362.84	100.10	36,320.00
Blended Attorney Rate	859.53		
Total Fees Incurred		1271.00	1,092,467.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	226.20	187,431.50
3	Akin Gump Fee Application/Monthly Billing Reports	1.30	887.00
6	Retention of Professionals	122.10	56,880.00
	Creditor Committee Matters/Meetings (including 341 meetings)		
7		58.70	59,221.50
8	Hearings and Court Matters/Court Preparation	6.10	5,453.50
9	Financial Reports and Analysis	0.90	1,327.50
	DIP, Cash Collateral Usage, Adequate Protection, and Exit Financing		
10		122.30	111,388.00
12	General Claims Analysis/Claims Objections	47.80	49,590.00
13	Analysis of Pre-Petition Transactions	358.70	338,207.50
14	Insurance Issues	4.80	5,808.00
15	Secured Creditors Issues/Communications/Meetings	143.30	112,120.50
18	Tax Issues	30.90	28,925.50
19	Labor Issues/Employee Benefits	1.80	1,116.00
23	Asset Dispositions/363 Asset Sales	31.30	34,583.00
24	Real Estate Issues	52.40	47,665.50
25	Travel Time	1.40	1,925.00
28	General Corporate Matters	31.60	22,015.50
	Intercompany Claims/Intercompany Transactions/Cash Management		
29		28.70	27,239.50
	Customer, Supplier, and Vendor Issues (including critical vendors)		
30		0.70	682.50
TOTAL:			1,092,467.50

Exhibit C

Itemized Fees



SEARS CREDITORS COMMITTEE
CHIEF FINANCIAL OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1815364
Invoice Date 02/11/19
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
002	Case Administration	226.20	\$187,431.50
003	Akin Gump Fee Application/Monthly Billing Reports	1.30	\$887.00
006	Retention of Professionals	122.10	\$56,880.00
007	Creditors Committee Matters/Meetings (including 341 Meetings)	58.70	\$59,221.50
008	Hearings and Court Matters/Court Preparation	6.10	\$5,453.50
009	Financial Reports and Analysis	0.90	\$1,327.50
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	122.30	\$111,388.00
012	General Claims Analysis/Claims Objections	47.80	\$49,590.00
013	Analysis of Pre-Petition Transactions	358.70	\$338,207.50
014	Insurance Issues	4.80	\$5,808.00
015	Secured Creditors Issues/Communications/Meetings	140.10	\$109,432.50
018	Tax Issues	30.90	\$28,925.50
019	Labor Issues/Employee Benefits	1.80	\$1,116.00
023	Asset Dispositions/363 Asset Sales	31.30	\$34,583.00
024	Real Estate Issues	55.60	\$50,353.50
025	Travel Time	1.40	\$1,925.00
028	General Corporate Matters	31.60	\$22,015.50
029	Intercompany Claims/Intercompany Transactions/Cash Management	28.70	\$27,239.50
030	Customer, Supplier and Vendor Issues (including Critical Vendors)	0.70	\$682.50
	TOTAL	1271.00	\$1,092,467.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/24/18	ISD	002	Team meeting with P. Dublin and A. Qureshi re immediate steps.	1.10
10/24/18	AQ	002	Team meeting with I. Dizengoff and P. Dublin re short-term action plan and work streams.	1.10
10/24/18	PCD	002	Team meeting with I. Dizengoff and A. Qureshi re immediate action steps.	1.10
10/24/18	DK	002	Compile information re committee members (.4); draft notice of appearance (.8); prepare the same for filing (.4).	1.60
10/24/18	SLB	002	Prepare Committee administrative materials (1.6); communications with Committee members re case administration (.8).	2.40
10/24/18	ZDL	002	Update case calendar (.5); begin drafting task list (.3); organize documents needed for administrative matters (.6); oversee creation of working group list and contacts list (.4).	1.80
10/24/18	JES	002	Prepare contacts list (1.0) and working group list (1.5); prepare case calendar (1.5).	4.00
10/25/18	JLS	002	Analyze case background and company structure and transactions (2.8); identify litigation issues (1.0); attend meeting with Weil re case background and status (2.0).	5.80
10/25/18	ISD	002	Meet with Weil re case background (2.0); follow-up with FTI re same (.7); review presentation materials (.1).	2.80
10/25/18	AQ	002	Attend initial meeting at Weil re case background (2.0); meet with FTI re initial meeting with Debtors (.7); review background materials and first day filings (1.3).	4.00
10/25/18	DHB	002	Review first day declaration and other first day filings.	2.20
10/25/18	PCD	002	Confer with team re pending legal (.1); meet with FTI team re status and pending issues (.7).	0.80
10/25/18	APM	002	Review background materials and first day declaration (2.5); attend meeting at Weil with professionals re case background (2.0).	4.50
10/25/18	DK	002	Finalize and file notice of appearance.	0.70
10/25/18	CWC	002	Research re Sears background and open issues.	2.20
10/25/18	SLB	002	Review first day motions and interim orders (1.3); correspond with Committee members re case administration and scheduling (1.2); prepare materials for team (.4); attend meeting at Weil's offices re background (2.0).	4.90
10/25/18	DSP	002	Review background materials re restructuring and pending issues.	1.30
10/25/18	JAL	002	Prepare administrative materials for team (5.5); review first day pleadings and background materials (2.0).	7.50
10/25/18	ZDL	002	Draft information protocol motion (1.2); review background materials and first day filings (2.6); revise notice of appearance and coordinate filing of the same (.5); review working group list (.2); review contacts list (.2); revise task list (.4); revise case calendar (.3).	5.40
10/25/18	SW	002	Analyze background information re restructuring and organizational structure.	0.80
10/25/18	TST	002	Review background materials and first day declaration.	2.00
10/25/18	SM	002	Review background materials and first day pleadings.	2.20
10/25/18	JES	002	Prepare call list (.8) and working group list (.9); review first day transcript (1.9); review background materials and first day filings (2.0); prepare materials for team (1.1).	6.70
10/26/18	JLS	002	Meet with full Akin team re case background and initial steps.	1.00
10/26/18	ISD	002	Attend Akin team meeting (1.0); communications with P. Dublin and S. Brauner re case management order (.3); Akin/FTI catch-up call re administrative matters (.3) and related follow-up (.4); analyze next steps (.5); review background materials and first day filings (1.2); correspondence with P. Dublin re same (.2).	3.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/26/18	AQ	002	Attend Akin team meeting re case background and work streams (1.0); call with FTI re work streams (.3).	1.30
10/26/18	DHB	002	Attend Akin team meeting re engagement and next steps (1.0); related follow-up items (.6).	1.60
10/26/18	PCD	002	Review background documents and first day filings (1.2); communications with I. Dizengoff re same (.2); attend Akin team meeting (1.0); follow-up communications re work streams (.7); communications with I. Dizengoff and S. Brauner re case management order (.3); call with FTI re work streams (.3); review internal correspondence re case administration (.2).	3.90
10/26/18	EDM	002	Attend Akin team meeting re engagement and initial steps (partial).	0.90
10/26/18	AF	002	Attend Akin team meeting re case issues and initial steps.	1.00
10/26/18	SLB	002	Prepare for (2.1) and attend (1.0) full team meeting re status, work streams and next steps; follow-up meeting with FR team re the same (1.0); communications with FR team re work streams (1.3); correspondence with Committee members re Committee administrative matters (1.4); internal communications re the same (.8); review and revise administrative materials (1.3); participate on call with Akin and FTI teams re work streams and next steps (.3); follow-up internal communications re the same (.4); review revised proposed case management order (.6); confer with I. Dizengoff and P. Dublin re the same (.3); review and revise information protocol motion (1); confer with Z. Lanier re same (.1).	11.60
10/26/18	JKL	002	Attend Akin team meeting re Sears (1.0); review pitch materials (.7); review first day declaration (.5).	2.20
10/26/18	LML	002	Internal communications re case administration and work streams (.2); attend internal team meeting to discuss same (1.0); internal communications re staffing (.4); attend internal litigation team call to discuss case status and work streams (.8); review background materials (1.2).	3.60
10/26/18	JKP	002	Attend litigation team call re next steps.	0.80
10/26/18	DSP	002	All-hands Akin Gump meeting to discuss project background, team tasks and work streams (1.0); follow-up re same (.4).	1.40
10/26/18	EJM	002	Attend all attorney team meeting re case overview (1.0); follow-up re related tasks (.5).	1.50
10/26/18	JAL	002	Prepare materials for team meeting (2.1); attend all-hand internal meeting re next steps (1.0); attend FR group meeting re work streams (1.0); continue to review background materials (2.5).	6.60
10/26/18	ZDL	002	Prepare for (.3) and attend (1.0) all-hands Akin team meeting; FR team follow-up re same (1.0); call with FTI re status and work streams (.3); follow-up re same (.2); revise case calendar (.8); review WGL (.3); draft task list (.7); draft information protocol motion (.8); confer with S. Brauner re same (.1); begin drafting response to UST letter re equity committee (.4).	5.90
10/26/18	TST	002	Attend all-hands Akin meeting re case background and work streams (1.0); prepare materials re finance team tasks (.5).	1.50
10/26/18	RS	002	Attend all-hands Akin Gump team meeting (1.0); review Akin Gump internal memos re case background and open issues (3.1).	4.10
10/26/18	ALS	002	Attend all-hands Akin team meeting re case background and work streams (1.0); follow-up re corporate tasks (.1).	1.10
10/26/18	JRK	002	Review background materials in preparation for team meeting (.5); attend all-hands team meeting re work streams (1.0); draft initial litigation task list (.6).	2.10
10/26/18	JBH	002	Meet with full Akin team re strategy and work allocations.	1.00
10/26/18	SM	002	Review recently filed pleadings (1.3); prepare for team meeting (.4); attend full Akin team meeting re strategy (1.0); follow-up with FR team re same (1.0); review FR tasks (.2).	3.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/26/18	JES	002	Prepare distribution lists (1.6); attend all-hands Akin team meeting re representation and work streams (1.0); follow-up meeting with FR team re same (1.0); compile background materials for team (1.5); update working group list (1.5); create summary table of first day motions (2.7); review first day motions in connection with the same (2.0).	11.30
10/27/18	PCD	002	Communications with FR team re pending legal and organization issues (.3); emails re first day reporting issues for orders (.2); emails with FR team re case management order (.1).	0.60
10/27/18	SLB	002	Communicate with Committee members re case administration (.9); internal communications re same (.6); correspond with Weil re conflicts issues and first day orders (.3); communicate with FTI team re various reporting protocols (.3); internal communications re same (.2); internal communications re case management order (.1).	2.40
10/27/18	ZDL	002	Prepare summary of first day motions (2.5); review first day motions in connection with the same (3.1); internal communications re case management order (.1); correspondence with FTI re reporting protocol (.5).	6.20
10/27/18	JES	002	Update case calendar.	0.70
10/28/18	ISD	002	Analyze first day filings.	0.40
10/28/18	PCD	002	Comment on info protocol motion (.4); correspond with FR team re same (.1).	0.50
10/28/18	EDM	002	Draft task list for corporate team.	0.80
10/28/18	SLB	002	Analyze relief requested in first day orders and revise summary of the same (1.6); multiple communications with FR team re the same (.8); correspondence with FTI re protocols in connection with the same (.4); correspondence with Committee members re case admin and scheduling (.6); internal communications re the same (.6); communications with FR team re info protocol motion (.1).	4.10
10/28/18	JAL	002	Revise WGL and contact list.	1.20
10/28/18	ZDL	002	Revise first day motion summaries and comment on the same (2.1); email Akin FR team re same (.3); revise task list (.5); communications with FR team re info protocol motion (.1).	3.00
10/28/18	TST	002	Create finance task list.	0.60
10/28/18	SM	002	Draft summary of case management procedures.	0.50
10/28/18	JES	002	Revise FR task list.	0.70
10/29/18	ISD	002	Meet with FTI re diligence and organization.	1.10
10/29/18	AQ	002	Meet with FTI re work plan (partial).	0.20
10/29/18	DHB	002	Meet with FTI team re organizational issues (1.1); follow-up re same (.4).	1.50
10/29/18	PCD	002	Communications with S. Brauner re upcoming meeting, advisor coordination issues and work streams (.3); meet with FTI re diligence and organization (1.1); review task lists and responsibility allocation (.1).	1.50
10/29/18	EDM	002	Review background materials (2.8); review corporate task list (1.0).	3.80
10/29/18	APM	002	Review first day filings and background materials.	0.30
10/29/18	SLB	002	Prepare for (.3) and attend (1.1) meeting between Akin and FTI re status, scheduling and next steps; confer with P. Dublin re upcoming meeting, advisors coordination, case status and work streams (.3); review and revise task list (.9); confer with Z. Lanier re same and case administration issues (.3); correspondence with Akin team re case administration and scheduling (.6).	3.50
10/29/18	JAB	002	Review background materials.	2.10
10/29/18	JKL	002	Review first day declaration and background materials for case background.	2.20
10/29/18	DSP	002	Prepare for (.7) and attend (1.1) meeting with Akin/FTI re work streams and next steps; review background materials (1.6).	3.40
10/29/18	JAL	002	Prepare background materials for team (1.6); correspondence with FR	2.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
10/29/18	ZDL	002	team re case administration and scheduling (.6). Review working group list (.2); revise case calendar (.3); revise task list to incorporate comments from specialty groups (1.6); confer with S. Brauner re task list and case administration (.3).	2.40
10/29/18	SW	002	Prepare for (1.3) and attend (1.1) call with FTI re work streams and related matters.	2.40
10/29/18	SM	002	Review docket filings and circulate to team (.3); update calendars (.4); review documents re general case administration and scheduling (.3); correspondence with FR team re same (.6).	1.60
10/29/18	JES	002	Update working group list for Committee and various professionals (1.0); prepare background materials for team (2.1); review first day pleadings (2.0); review and summarize recent filings (3.0).	8.10
10/30/18	ISD	002	Call with FTI and HL re work streams and focus issues.	0.80
10/30/18	PCD	002	Call with FTI and HL re work plan.	0.80
10/30/18	AF	002	Call with FTI/HL re work streams.	0.80
10/30/18	SLB	002	Multiple communications with Committee members re next steps and scheduling (.9); correspondence with FTI and HL teams re next steps and work streams (.6); review first day pleadings (1.8); attend call with Committee professionals re work streams and next steps (.8); analyze open issues re same (1.2).	5.30
10/30/18	ZDL	002	Draft letter to UST re Committee's position re appointment of equity committee (1.0); review recent SDNY case law re same (.4); attention to various administrative matters re case organization and process (.9); revise information protocol motion (.3); revise first day motion summaries (.9); confer with FTI team re recommendations on first day summaries (.3); communications with Akin FR team re issues in connection with the same (.8).	4.60
10/30/18	SM	002	Review and circulate docket filings (.3); update calendars (.3).	0.60
10/30/18	JES	002	Update working group list and call sheet (1.0); update internal distribution lists (.2); review background materials (1.5); draft notice for information protocol motion and update the same (1.1); revise first day motion summaries (1.1); communications with Akin FR team re the same (.6).	5.50
10/31/18	ISD	002	Review background materials.	0.50
10/31/18	SLB	002	Review revised first day orders (1.3); communications with Debtors' counsel re same (.7); confer with Akin FR team re first day motion issues (.8); review and revise summaries of same for distribution to Committee (1.7).	4.50
10/31/18	JKL	002	Review corporate task list.	0.20
10/31/18	JAL	002	Prepare background materials for team.	1.30
10/31/18	ZDL	002	Review calendar updates (.2); review summary of first day motions (2.1); communications with FR team re same (.9).	3.20
10/31/18	SM	002	Review and analyze recent docket filings (.8); circulate same to Akin team (.2).	1.00
10/25/18	ZDL	003	Draft billing protocol.	0.50
10/26/18	CWC	003	Review and analyze internal billing practices memo.	0.30
10/26/18	ZDL	003	Revise internal billing protocol.	0.50
10/24/18	DK	006	Review draft conflicts list.	0.30
10/26/18	TS	006	Review conflicts lists for duplicates (1.5); prepare spreadsheet for conflicts review project (6.8); organize reports re same (.3).	8.60
10/26/18	DK	006	Review conflicts categories (1.0); review and revise vendors list (1.5); update conflicts review spreadsheet (2.1).	4.60
10/26/18	ZDL	006	Oversee conflicts check process re retention applications (1.1); review Lazard engagement letter (1.0).	2.10
10/27/18	PCD	006	Review conflict check process for Akin retention.	0.20
10/27/18	TS	006	Review parties on conflict list (.5); communications with Akin team re litigation parties issues (.2); review conflict list for duplicates (1.0);	6.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		analyze conflict list (2.5); research UST, judges and staff (1.0); prepare status tracking chart (1.1); organize reports re same (.5).	
10/27/18	SM	006	4.90
10/28/18	ISD	006	0.80
10/28/18	PCD	006	0.80
10/28/18	TS	006	6.20
10/28/18	SLB	006	2.30
10/28/18	JAL	006	0.60
10/28/18	ZDL	006	2.10
10/28/18	SM	006	1.60
10/29/18	BRK	006	6.80
10/29/18	TS	006	7.20
10/29/18	DK	006	4.00
10/29/18	ZDL	006	1.00
10/29/18	SM	006	1.90
10/30/18	PCD	006	0.80
10/30/18	BRK	006	6.30
10/30/18	TS	006	7.20
10/30/18	DK	006	7.10
10/30/18	SLB	006	0.60
10/30/18	ZDL	006	2.30
10/30/18	SM	006	5.80
10/30/18	JES	006	1.20
10/31/18	ISD	006	1.20
10/31/18	PCD	006	0.50
10/31/18	BRK	006	7.60
10/31/18	TS	006	9.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/31/18	DK	006 committee membership (.5); update master spreadsheet (.4). Review notices of appearance list for conflicts (.8); review landlords conflict list (.5); review (1.4) and analyze (1.8) reports; research additional company info (.1); update summary chart (1.4); review status of retention conflict check (.3).	6.30
10/31/18	ZDL	006 Review revised OCP motion (.4); communications with I. Dizengoff re Akin retention (.1).	0.50
10/31/18	SM	006 Revise summary chart of professional retention applications (.9); review precedent for Akin retention application (.2); prepare draft of the same (1.7).	2.80
10/24/18	SLB	007 Review and revise materials prepared for meeting with UCC re FA selection.	1.20
10/24/18	ZDL	007 Prepare materials for UCC meeting to select FA.	0.90
10/24/18	JES	007 Prepare materials for UCC meeting.	0.50
10/25/18	ISD	007 Attend Committee meeting to select FAs.	3.00
10/25/18	AQ	007 Attend Committee meeting re financial advisor pitches (partial).	1.80
10/25/18	DHB	007 Attend Committee meeting re FA selection (partial).	2.50
10/25/18	PCD	007 Attend Committee meeting re FA selection (partial).	2.00
10/25/18	SLB	007 Prepare for (.6) and participate in (3.0) Committee meeting to select financial advisor; review and revise Committee bylaws (1.3).	4.90
10/25/18	ZDL	007 Prepare for (.9) and attend (partial) (2.1) Committee meeting re FA pitches and initial matters; follow-up re same (.4); draft Committee bylaws (1.1).	4.50
10/25/18	JES	007 Prepare and organize materials for UCC meeting to select FA.	1.20
10/26/18	ISD	007 Review proposed agenda for 10/29 committee call (.3); confer with P. Dublin and S. Brauner re same (.2).	0.50
10/26/18	PCD	007 Review proposed agenda for 10/29 committee call (.3); confer with I. Dizengoff and S. Brauner re same (.2).	0.50
10/26/18	SLB	007 Prepare Committee bylaws (1.4); communications with Committee members re the same (.7); communications with Z. Lanier re the same (.2); confer with I. Dizengoff and P. Dublin re 10/29 agenda (.2).	2.50
10/26/18	ZDL	007 Revise Committee bylaws (.8); communications with S. Brauner re bylaws (.2); prepare materials for Committee meeting re investment banker selection (.8).	1.80
10/27/18	SLB	007 Communications with co-chairs re Committee meeting agenda for banker pitches (.2); revise the same (.1).	0.30
10/28/18	SLB	007 Correspondence with Committee co-chairs re upcoming meeting re banker pitches (.1); revise agenda for the same (.1).	0.20
10/29/18	ISD	007 Attend Committee meeting re banker pitches (3.0); follow-up with FTI and HL re same (.1).	3.10
10/29/18	AQ	007 Attend portion of Committee meeting re investment banker pitches.	1.00
10/29/18	PCD	007 Attend Committee meeting re banker pitches (3.0); follow-up with FTI/HL re same (.1).	3.10
10/29/18	APM	007 Attend Creditors' committee meeting re banker pitches.	3.00
10/29/18	SLB	007 Review Weil comments to Committee bylaws (.5); prepare for (.4) and attend (3.0) Committee meeting re banker pitches.	3.90
10/29/18	ZDL	007 Prepare for (1.6) and attend (partial) (2.1) Committee meeting re investment banker pitches; follow-up with FTI and HL re same (.1).	3.80
10/29/18	JES	007 Prepare materials for Committee meeting re banker pitches.	1.50
10/30/18	ISD	007 Review Committee bylaw issues.	0.70
10/30/18	PCD	007 Calls with Committee members re case status.	0.70
10/30/18	SLB	007 Review and revise Committee bylaws.	1.20
10/30/18	ZDL	007 Draft 2019 statement.	0.90
10/31/18	ISD	007 Review ex officio requests (.2); review Committee bylaws (.4); internal communications re Committee call agenda (.1).	0.70
10/31/18	SLB	007 Prepare agenda for Committee call (.4); communications with FR team re same (.3); correspondence with Committee co-chairs re same (.2);	4.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		send same to Committee (.1); prepare materials for Committee call (.6); review and revise Committee bylaws (1.8); call with Committee member re same (.6); communications with Akin FR team re same (.3).	
10/31/18	ZDL	007 Prepare materials for Committee call (1); review Committee certification letter (.3); communications with FR team re Committee call agenda (.3).	1.60
10/31/18	JES	007 Prepare materials for Committee call.	0.90
10/25/18	AQ	008 Attend Court hearing.	0.60
10/25/18	PCD	008 Prepare for court hearing (1.2); review proposed revised order (.2); attend court hearing (.6).	2.00
10/25/18	DK	008 Update transcripts file (.5); place standing order request (.3); obtain electronic devices orders for attorneys attending the hearing (.8).	1.60
10/26/18	DK	008 Organize materials for hearing.	0.50
10/31/18	DK	008 Obtain Courtcall lines for attorneys to participate in hearing via telephone.	0.50
10/31/18	SLB	008 Correspondence with Debtors' counsel re hearing (.4); coordinate logistics in connection with same (.5).	0.90
10/31/18	ISD	009 Review cash flow issues.	0.90
10/25/18	AF	010 Review and analyze proposed DIP financing (11.2); prepare outline of DIP objection (3.1); communications with E. McNeilly re same (.3); meet with J. Latov re same (.7).	15.30
10/25/18	EJM	010 Communications with A. Freeman re DIP objection (.3); review interim DIP order and term sheet (1.4); review overview of key DIP issues (.2).	1.90
10/25/18	JAL	010 Confer with A. Freeman re DIP objection issues.	0.70
10/26/18	AF	010 Analyze DIP issues and continue to prepare objection outline.	4.40
10/26/18	FTL	010 Prepare list of issues re proposed DIP financing (.1); communications with E. McNeilly re same (.2).	0.30
10/26/18	EJM	010 Communications with F. Lee re DIP objection.	0.20
10/27/18	ISD	010 Analyze DIP issues (1.0); communications with FR team re same (.2); review documents re same (1.1).	2.30
10/27/18	PCD	010 Communications with Akin team re DIP financing (.2); review materials re same (.7).	0.90
10/27/18	AF	010 Internal communications re DIP issues (.2); prepare analysis re same (1.3).	1.50
10/27/18	EJM	010 Review DIP documents and prepetition credit documents.	0.50
10/27/18	JAL	010 Research re DIP issues (3.2); communications with Akin team re same (.2).	3.40
10/28/18	AF	010 Analyze DIP issues (1.1); review research re same (1.0); internal communications re same (.2).	2.30
10/28/18	FTL	010 Prepare list of issues re proposed DIP financing.	0.30
10/28/18	EJM	010 Review DIP materials and prepetition credit documents (2.0); prepare summary charts re same (2.7); internal correspondence re same (.4).	5.10
10/28/18	JAL	010 Research re DIP issues (5.8); communications with Akin team re same (.3).	6.10
10/29/18	ISD	010 Confer with P. Dublin re DIP issues (.4); analyze the same (.2).	0.60
10/29/18	PCD	010 Confer with I. Dizengoff re DIP issues (.4); confer with A. Freeman re same (.1).	0.50
10/29/18	AF	010 Analysis re DIP financing (4.1); confer with J. Latov re same (.4); confer with P. Dublin re same (.1); call with E. McNeilly re DIP objection (.1).	4.70
10/29/18	FTL	010 Review of proposed DIP financings (2.5) and prepare list of issues re same (.9); internal correspondence re same (.3).	3.70
10/29/18	EJM	010 Call with A. Freeman re DIP objection (.1); correspondence with Akin team re same (.5); review DIP order and term sheets (3.1); revise summary of Senior and Junior DIP facilities (2.1).	5.80
10/29/18	JAL	010 Research DIP issues (3.9); confer with A. Freeman re same (.4); prepare draft of DIP objection (1.5).	5.80
10/29/18	SW	010 Analyze ABL DIP documents (1.7); analyze internal issues list/memo (.7); internal correspondence re DIP issues (.8).	3.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
10/30/18	ISD	010	Analyze DIP issues (.9); communications with P. Dublin re same (.6).	1.50
10/30/18	PCD	010	Confer with A. Freeman re DIP issues (.7); review DIP documents (.5); communications with I. Dizengoff re same (.6).	1.80
10/30/18	AF	010	Confer with P. Dublin re DIP issues (.7); communications with FTI re same (.8); analyze open issues re same (3.6); confer with J. Latov re same (.2).	5.30
10/30/18	FTL	010	Review and revise list of issues with DIP financings.	1.80
10/30/18	EJM	010	Update DIP summary.	1.30
10/30/18	JAL	010	Research re DIP issues (3.4); confer with A. Freeman re same (.2); review terms of proposed Junior DIP (.4); prepare draft of DIP objection (3.8).	7.80
10/30/18	SW	010	Review ABL DIP documents, DIP order and DIP motion.	2.60
10/31/18	ISD	010	Review DIP documents and analyze same (.4); confer with A. Qureshi re same (.5).	0.90
10/31/18	AQ	010	Communications with I. Dizengoff re DIP.	0.50
10/31/18	PCD	010	Prepare for (.4) and participate on (.8) call with Skadden re DIP; confer with A. Freeman re DIP issues (.5).	1.70
10/31/18	AF	010	Call with Skadden re DIP (.8); follow up with J. Latov re same (.9); draft DIP objection (9.4); confer with P. Dublin re same (.5).	11.60
10/31/18	FTL	010	Call with Skadden to discuss potential objections (.8); comment on junior DIP term sheet (.8).	1.60
10/31/18	SLB	010	Review revised junior DIP term sheet.	0.50
10/31/18	JAL	010	Research re DIP issues (3.8); confer with A. Freeman re same (.9); confer with FTI re same (.7); draft DIP objection (4.9).	10.30
10/31/18	SW	010	Review and analyze junior DIP documents (2.8); review and analyze fee letter (.3); review and analyze DIP issues list grid/memo (.5).	3.60
10/26/18	ISD	012	Review issues re escrow (1.0); confer with P. Dublin re same (.2).	1.20
10/26/18	PCD	012	Review escrow materials and analyze same (1.0); confer with I. Dizengoff re same (.2).	1.20
10/26/18	CWC	012	Analyze status of swipe fee class action against Visa and MasterCard.	1.20
10/27/18	ISD	012	Review presentation re escrow and related issues (1.5); provide comments to same (.8); review research re legal issues re same (1.3).	3.60
10/27/18	PCD	012	Review escrow materials (1.4); communications with S. Brauner re same (.5); review legal research re same (.3); review draft presentation re escrow issues (1.1); communications with A. Miller re same (.3).	3.60
10/27/18	APM	012	Review documents related to PPPFA, escrow agreement and related transactions (3.0); analyze transactions in connection with request for release from escrow (1.5); draft presentation with analysis for Committee (2.2); communications with P. Dublin (.3) and S. Welkis (.1) re same.	7.10
10/27/18	SLB	012	Conduct research re property of the estate and automatic stay issues in connection with claim issue (2.1); review and revise summary of the same (1.3); revise client presentation re the same (.5); communications with P. Dublin re escrow materials (.5).	4.40
10/27/18	SW	012	Analyze escrow agreement and related transaction documentation (1.4); review and comment on Committee presentation re escrow release (1.0); communications with A. Miller re same (.1).	2.50
10/27/18	JES	012	Research re escrow issues.	3.30
10/28/18	ISD	012	Review escrow materials and comment on same (1.6); confer with P. Dublin re same (.6).	2.20
10/28/18	PCD	012	Review escrow materials and related presentation and comment on same (2.0); confer with I. Dizengoff re same (.6).	2.60
10/28/18	APM	012	Revise draft Committee presentation analyzing escrow arrangements (1.2); analyze issues re same (1.5).	2.70
10/28/18	SLB	012	Review and revise research re escrow issues.	1.60
10/28/18	SW	012	Revise Committee presentation re escrow release.	1.10
10/29/18	ISD	012	Review escrow presentation (.3); confer with P. Dublin re same (.1).	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
10/29/18	PCD	012	Revise escrow presentation (.4); confer with I. Dizengoff re same (.1).	0.50
10/29/18	DK	012	Research re claims issues.	1.10
10/29/18	JRK	012	Draft document requests re antitrust litigation.	1.60
10/29/18	SM	012	Research re claims issues (1.7); draft summary of same (1.8).	3.50
10/30/18	PCD	012	Communications with S. Brauner re escrow issues.	0.20
10/30/18	CWC	012	Review and analyze diligence materials re Visa/MasterCard swipe fee transaction (.6); draft summary and analysis of same (.8).	1.40
10/30/18	SLB	012	Communications with P. Dublin re escrow issues (.2); review escrow presentation (.6).	0.80
10/24/18	DHB	013	Review materials re prepetition transactions.	1.20
10/25/18	AQ	013	Review materials provided by Paul Weiss re ESL transactions.	1.80
10/25/18	DHB	013	Review and analyze Paul Weiss materials re prepetition transactions (.7); call with Paul Weiss re investigation (.6); review materials re prepetition transactions (1.8).	3.10
10/25/18	PCD	013	Call with Paul Weiss re prepetition transactions (.6); review documents re same (1.2).	1.80
10/25/18	CWC	013	Review prepetition transaction materials.	0.20
10/25/18	SLB	013	Review background materials re prepetition transactions.	0.70
10/25/18	MLB	013	Review background facts and documents related to prepetition transaction investigations.	3.20
10/25/18	LML	013	Analyze case background materials re prepetition investigation matters in preparation for upcoming internal team meeting re status and strategy.	1.70
10/26/18	JLS	013	Meet with Akin Gump litigation team re analysis of prepetition transactions (.8); analyze prepetition transactions (.7).	1.50
10/26/18	ISD	013	Review documents provided by company in connection with prepetition transactions (1.7); confer with A. Qureshi and P. Dublin re same (.4).	2.10
10/26/18	AQ	013	Meet with members of litigation team re prepetition transactions and investigation issues (.8); analyze ESL confidentiality agreements (3); analyze case law re privilege issues vis-à-vis Special Committee (.6); analyze STN case law (.9); analyze background materials related to ESL financing and asset transactions (3.4); analyze Paul Weiss document requests (.2); communications with FTI and Paul Weiss re initial meeting (.2); revise outline for initial Paul Weiss meeting (.2); confer with I. Dizengoff and P. Dublin re prepetition transactions (.4).	7.00
10/26/18	DHB	013	Continue review of Paul Weiss presentation and other transaction materials (1.4); review applicable precedent (2.0); attend litigation team meeting re same (.8).	4.20
10/26/18	PCD	013	Review documents provided by company in connection with prepetition transactions (1.7); confer with A. Qureshi and I. Dizengoff re same (.4).	2.10
10/26/18	APM	013	Continue to analyze issues re prepetition transactions.	4.70
10/26/18	CWC	013	Participate in meeting with litigation team re investigation of prepetition transactions (.8); review and analyze background materials and summarize the same (5.5); review confidentiality agreement between ESL and Restructuring Subcommittee (1.4).	7.70
10/26/18	SLB	013	Review Paul Weiss deck re prepetition transactions.	0.50
10/26/18	MLB	013	Review organization structure and capital structure in connection with prepetition transaction investigation (1.0); continue review of background materials re prepetition asset and financing transactions (3.4); prepare for (.3) and participate in (.8) litigation team meeting re transaction investigation analysis and strategy.	5.50
10/26/18	SW	013	Review and analyze materials re prepetition transactions.	5.90
10/26/18	DP	013	Analyze prepetition transactions (1.6); attend meeting with litigation team re strategy and next steps in connection with investigation of prepetition transactions (.8).	2.40
10/26/18	KGD	013	Begin review of background documents re prepetition transactions (.5); attend litigation team meeting re investigations (.8).	1.30
10/26/18	SM	013	Research (4.1) and draft memorandum (2.4) re issues in connection with	6.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/27/18	JLS	013	prepetition transactions. Communications with PW re meeting and investigation (.4); analyze privilege issues in connection with document production and investigation (1.7); communications with A. Qureshi re privilege issues in connection with document production and investigation (.2); analyze facts associated with prepetition asset sales and financing transactions (3.0).	5.30
10/27/18	AQ	013	Call with Paul Weiss re privilege issues (.4); communications with J. Sorkin re privilege issues (.2); review and analyze public information re prepetition financing transactions (1.8).	2.40
10/27/18	DHB	013	Continue review of precedent materials (1.4); call with Paul Weiss re investigation issues and related privilege concerns (.4); follow up re same (.1).	1.90
10/27/18	CWC	013	Review Paul Weiss presentation of prepetition transactions and related background materials and analyze issues re the same.	3.70
10/27/18	MLB	013	Analyze background facts re asset and financing transactions.	1.80
10/27/18	LML	013	Review background materials re prepetition transactions.	5.60
10/27/18	JKP	013	Conduct legal research re open discovery issues in connection with prepetition investigation.	1.50
10/28/18	JLS	013	Confer with Akin litigation team re analysis of prepetition claims (1.3); analyze legal and factual research issues in connection with same (3.9); review research in connection with privilege issues associated with discovery (1.2).	6.40
10/28/18	ISD	013	Review Paul Weiss presentation and related documentation re prepetition transactions (2.6); review correspondence re prepetition transaction diligence (.5).	3.10
10/28/18	AQ	013	Revise investigation work plan (.3); review and analyze public information re real estate joint ventures and related transactions (1.6); confer with litigation team re investigation issues (1.3); analyze privilege issues (.4); call with P. Dublin re investigation matters (.2).	3.80
10/28/18	DHB	013	Continue review of background information re prepetition transactions.	1.20
10/28/18	PCD	013	Review Paul Weiss presentation and related documentation re prepetition transactions (2.6); call with A. Qureshi re same (.2); communications with S. Brauner re prepetition transaction diligence (.3).	3.10
10/28/18	DLC	013	Attention to litigation work stream staffing issues related to prepetition transaction investigation.	0.40
10/28/18	CWC	013	Draft litigation task list for assignments related to investigation of prepetition transactions (.6); prepare for Monday meeting at Paul Weiss re investigation of prepetition transactions (2.6); meet with litigation team re investigation issues (1.3); revise litigation task list for assignments related to investigation of prepetition transactions based on internal comments (.4).	4.90
10/28/18	SLB	013	Review materials re prepetition transactions (.4); communications with P. Dublin re diligence for same (.3).	0.70
10/28/18	MLB	013	Analyze background materials re prepetition asset and financing transactions (1.2); participate telephonically in meeting with litigation team re prepetition transactions investigation (1.3); review investigation task list and comment on same (.7).	3.20
10/28/18	LML	013	Review background materials in connection with ongoing prepetition transaction investigation (2.2); revise litigation task list (.4); participate telephonically in meeting with Akin litigation team re prepetition transactions (1.3).	3.90
10/28/18	JKP	013	Research open issues re discovery and privilege in connection with prepetition transaction investigation.	5.00
10/28/18	ZDL	013	Conduct research re open issues in connection with prepetition transactions.	1.20
10/28/18	SW	013	Analyze RSC and FTI materials re investigation.	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/28/18	SM	013	Revise research re legal claims in connection with prepetition transactions.	4.60
10/29/18	JLS	013	Prepare for (.8) and attend (1.7) meeting with Paul Weiss re investigation into prepetition transactions; attend meeting with FTI re case status and strategy in connection with investigation into potential claims (1.5); meet with litigation team re investigation into prepetition transactions (1.5); analyze potential claims in connection with prepetition transactions (1.0); review draft confidentiality agreement in connection with document production from ESL (.7); analyze privilege issues in connection with document production and draft motion re privilege issues (.8); call with Paul Weiss re privilege issues and 2004 motion (.3); review and respond to correspondence re investigation into prepetition transactions (.5).	8.80
10/29/18	ISD	013	Review re prepetition transactions and related issues (1.0); confer with A. Qureshi and P. Dublin re prepetition transactions (.3).	1.30
10/29/18	AQ	013	Attend meeting at Paul Weiss re investigation (1.7); litigation team meeting re investigation issues and work plan (1.5); review ESL confidentiality agreement (.3); review and analyze public information re ESL financing transactions (1.8); confer with I. Dizengoff and P. Dublin re progress of prepetition transaction investigation (.3).	5.60
10/29/18	DHB	013	Continue review of prepetition transaction documents (2.8); attend meeting with Paul Weiss re same (1.7); follow-up re same (.3); revise Cleary confidentiality agreement (.7); review 2004 precedent (.5); attend litigation team meeting (1.5); review data in Debtors' data room in connection with prepetition transactions (.3).	7.80
10/29/18	PCD	013	Attend meeting with Paul Weiss re prepetition transactions and related issues (partial) (.6); confer with A. Qureshi and I. Dizengoff re prepetition transactions (.3); confer with S. Brauner re same (.1) review background materials re same (.3).	1.30
10/29/18	APM	013	Analyze prepetition transactions.	1.20
10/29/18	DLC	013	Review case background materials re prepetition transactions (.9); attend meeting with Paul Weiss re prepetition transactions (1.7); participate in litigation team meeting re investigation (1.5).	4.10
10/29/18	CWC	013	Review and analyze document requests (2.7); review case law re 502(d) (1.2); review background materials related to prepetition transactions that are subject to investigation (1.1); participate in meeting with full litigation team re investigation of prepetition transactions (1.5); review draft motion to approve 502(d) order (.5).	7.00
10/29/18	SLB	013	Review background materials re prepetition transactions (1.7); review summary of issues re the same (1); confer with P. Dublin re same (.1).	2.80
10/29/18	JAB	013	Meeting with Paul Weiss re pre-bankruptcy spin-off, asset and finance transactions (partial) (1.5); follow-up re same (.3).	1.80
10/29/18	MLB	013	Continue review and analysis of background facts re asset and financing transactions.	4.50
10/29/18	LML	013	Attend meeting with Paul Weiss to discuss investigation efforts and steps for going forward (1.7); attend litigation team meeting to discuss status and strategy for investigation efforts (1.5); follow-up re same (.5); draft investigation plan and task list (.6); review and analyze background materials provided by Paul Weiss re discovery and investigation efforts (1.4).	5.70
10/29/18	SS	013	Review background materials re prepetition transactions.	4.00
10/29/18	JKP	013	Attend litigation team meeting re prepetition transactions (1.5); research 502(d) orders (2.0); draft 502(d) motion (1.0).	4.50
10/29/18	ZDL	013	Review background materials re investigation.	0.90
10/29/18	SW	013	Attend meeting at Paul Weiss with RSC professionals re prepetition asset transfers and financings (1.7); internal correspondence re same (.6).	2.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/29/18	DP	013	Review and analyze prepetition transactions (4.1); attend meeting with Akin litigation team re strategy and next steps (1.5); begin outline summaries of prepetition transactions (2.5).	8.10
10/29/18	ATL	013	Attend litigation team meeting re investigation (1.5); review background materials and filings for information re potential litigation claims related to prepetition transactions (3.0).	4.50
10/29/18	KGD	013	Attend meeting with litigation team re investigation work streams (1.5); continue review of background materials re prepetition transactions (2.8).	4.30
10/29/18	JRK	013	Research recent rule 2004 precedent.	0.60
10/29/18	MC	013	Research re prepetition transactions (1.5); summarize issues re same (1.6).	3.10
10/30/18	JLS	013	Review issues re confidentiality agreement (.2); review discovery requests in connection with investigation of prepetition transactions (.4).	0.60
10/30/18	ISD	013	Review summary of Paul Weiss meeting.	0.30
10/30/18	AQ	013	Call with Cleary re ESL document production (.6); review blackline of confidentiality agreement (.2); communications with litigation team re investigation work plan (.2); correspondence with Paul Weiss re discovery requests (.2); review and analyze Seritage derivative action pleadings and transcripts (1.7); review and analyze public filings re financing transactions (2.0).	4.90
10/30/18	DHB	013	Review Seritage complaint and opinion (2.1); continue review of discovery materials (1.3); internal communications with litigation team re open investigation issues (.2).	3.60
10/30/18	PCD	013	Review background materials re prepetition transaction investigation.	0.30
10/30/18	APM	013	Review documents related to prepetition transactions (1.1); confer with L. Lawrence and M. Brimmage re same (.4).	1.50
10/30/18	DLC	013	Review and analyze document requests (1.2); comments re same (2.4).	3.60
10/30/18	CWC	013	Revise draft motion to approve 502(d) order and related order (2.8); review case law re application of 502(d) (.5); analyze outstanding document requests to determine supplemental requests necessary for investigation (2.3); review materials describing prepetition transactions to be investigated (1.3); review legal research re open investigation issues (.9).	7.80
10/30/18	JKL	013	Review SEC filings re prepetition transactions.	3.50
10/30/18	MLB	013	Analyze prepetition transactions (3.9); confer with A. Miller and L. Lawrence re same (.4).	4.30
10/30/18	LML	013	Confer with A. Miller and M. Brimmage re certain prepetition transactions and strategy (.4); continue to review company background information for prepetition transaction investigation (2.6); review and analyze background information re prepetition transactions (1.8).	4.80
10/30/18	SS	013	Review background materials and Sears public filings re prepetition transactions (4.4); internal communications re research in connection with prepetition transactions (.2); conduct research re prepetition transactions (2.2).	6.80
10/30/18	ZDL	013	Review background materials re prepetition transactions (.3); draft summary re same (.7).	1.00
10/30/18	DP	013	Review and analyze prepetition transaction materials (2.8); research issues related to same (1.6).	4.40
10/30/18	ATL	013	Review materials re potential claims related to prepetition transactions (3.3); review public filings and SEC filings for information related to prepetition transactions (1.7)	5.00
10/30/18	KGD	013	Begin review and analysis of documents related to prepetition transactions and summarize the same.	3.40
10/30/18	ALS	013	Draft prepetition transactions chart (.4); review SEC filings re prepetition transactions (3.3).	3.70
10/30/18	JRK	013	Research re prepetition transactions (1.3); draft financial transaction	3.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		modules (1.9).	
10/30/18	MC	013 Review document requests re prepetition transactions.	1.30
10/30/18	SM	013 Research re prepetition transactions.	1.30
10/31/18	JLS	013 Analyze prepetition asset sales and financings (2.4); draft confidentiality agreement (.4); review discovery requests re same (.5); confer with C. Carty re investigation tasks (.2).	3.50
10/31/18	ISD	013 Analyze prepetition transaction investigation issues.	1.50
10/31/18	AQ	013 Communications with P. Dublin and D. Botter re ESL confidentiality agreement (.2); communications with Paul Weiss re third-party discovery requests and review same (.6); review and analyze documents related to prepetition transactions (1.7); communications with FTI re real estate valuation issues in connection with the same (.3).	2.80
10/31/18	DHB	013 Continue review of Paul Weiss discovery requests (.7); continue review of materials re prepetition transactions (2.2); review revised confidentiality agreement (.5); communications with A. Qureshi and P. Dublin re confidentiality issues (.2).	3.60
10/31/18	PCD	013 Review prepetition transactions analysis (.2); communications with A. Qureshi and D. Botter re NDA for ESL (.2).	0.40
10/31/18	EDM	013 Communications with Akin litigation team re open issues in connection with prepetition transactions.	0.20
10/31/18	APM	013 Continue to review documents related to prepetition transactions and analyze same.	2.60
10/31/18	DLC	013 Participate telephonically in meeting with H5 re discovery processing (.5); review background materials re prepetition transactions (3.0); internal communications re same (.2).	3.70
10/31/18	CWC	013 Review marketing materials provided by H5 re document review assistance (1.1); meeting with H5 re prepetition investigation document review (.5); analyze outstanding document requests to determine supplemental requests necessary for investigation (3.8); review and analyze background presentations describing transactions to be investigated (1.9); review and analyze legal research re potential claims in connection with the same (1.5); confer with J. Sorkin re investigation tasks (.2).	9.00
10/31/18	JKL	013 Confer with A. Steed re prepetition transactions investigation (.9); review SEC filings re same (2.1); draft chart re same (1.4).	4.40
10/31/18	MLB	013 Analyze prepetition transactions and review materials re the same.	2.30
10/31/18	LML	013 Communications with litigation team re prepetition asset sales (.2); follow-up re same (.2); continue to review background materials re same (1.1); analyze additional diligence requests (.6); review and analyze background materials re prepetition transactions (2.2).	4.30
10/31/18	SS	013 Draft 2004 discovery motion re prepetition transactions (4.1); conduct legal research re same (2.3); review public filings re same (1.3); internal communications with litigation team re research issues re prepetition transactions (.7).	8.40
10/31/18	JKP	013 Conduct research re prepetition transactions (6.7); internal communications with litigation team re same (.5).	7.20
10/31/18	DP	013 Research and analyze background information re certain prepetition transactions (5.5); internal communications with members of litigation team re open research issues in connection with prepetition transactions (.7).	6.20
10/31/18	ATL	013 Review public and company documents for information re prepetition transactions that could give rise to claims (4.2); review task list for action items re investigation of prepetition transactions (.1); internal communications re open prepetition transaction research issues (.7).	5.00
10/31/18	KGD	013 Communications with A. Steed re open issues in connection with prepetition transactions (1); review public documents in connection with the same (.7).	1.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/31/18	ALS	013	Draft chart re prepetition transactions (3.4); confer with J. Lewis re same (.9); communications with K. D demander re same (1).	5.30
10/31/18	JRK	013	Draft prepetition financial transaction modules.	0.80
10/31/18	MC	013	Review and analyze background materials re prepetition transactions (1.8); prepare summary of the same (.7).	2.50
10/31/18	SM	013	Research re open issues in connection with prepetition transactions.	3.80
10/28/18	KEB	014	Review diligence memorandum on Class 3 insurers.	1.70
10/29/18	KEB	014	Review SEC filings relating to Sears Re and related insurance issues (.6); analyze warranty coverage, reinsurance, and related issues in connection with potential liquidation of certain subsidiaries (1.3).	1.90
10/31/18	KEB	014	Review Form 10-K and organizational chart relating to warranty obligations and reinsurance issues.	1.20
10/25/18	FTL	015	Confer with finance team re lien perfection issues.	0.50
10/25/18	DSP	015	Call with finance team to discuss lien review and due diligence work streams (.5); follow-up with J. Bain re same (.3).	0.80
10/25/18	EJM	015	Review debt documents (.3); call with finance and RE teams re lien review (.5).	0.80
10/25/18	SW	015	Call with finance and RE teams re lien review (.5); follow-up re same (.1).	0.60
10/25/18	TST	015	Call with finance and RE teams re lien review (.5); review debt documents (1.0).	1.50
10/25/18	JBH	015	Review public filings for collateral analysis.	1.80
10/25/18	TJS	015	Organize SEC documents re prepetition financings.	3.00
10/26/18	CPV	015	Review Debtors' capital structure and relevant documents.	4.60
10/26/18	MR	015	Review materials re lien review (3.4); call with Akin finance team re diligence (.8); draft debt summary form (1.0); review Debtors' cap structure (.8).	6.00
10/26/18	JAB	015	Review bankruptcy motions in connection with lien review.	1.00
10/26/18	EJM	015	Call with T. Threadcraft re debt document and collateral review (.4); call with finance team re debt document and diligence (.8); review first lien debt documents (.8); begin preparation of first lien debt document summary (.6); review presentations and materials re prepetition transactions and financings for lien review analysis (1.2).	3.80
10/26/18	TST	015	Call with finance team re debt document diligence requirements (.8); call with J. Hill re debt document diligence assignments (.4); prepare debt document distributions (.5); review diligence task list (.3); organize document distribution (.8); call with E. McNeilly re collateral review (.4); review debt document diligence requirements (.2); conduct lien review diligence (.7).	4.10
10/26/18	JBH	015	Call with T. Threadcraft re lien review (.4); conduct lien review diligence (6.6).	7.00
10/26/18	TJS	015	Index SEC filings re financing transactions.	3.00
10/27/18	MR	015	Review Sears debt documents.	5.00
10/27/18	EJM	015	Review and summarize first lien debt documents.	2.70
10/27/18	SW	015	Analyze first day declaration, latest 10-K, latest 10-Q, and advisor materials re debt issues.	3.60
10/27/18	TST	015	Call with J. Hill re debt documents (.2); review debt documents for capital structure summary (2.7).	2.90
10/27/18	JBH	015	Review relevant debt documents in connection with lien review diligence (2.3); call with T. Threadcraft re same (.2).	2.50
10/28/18	CPV	015	Review and summarize terms of debt facilities.	3.30
10/28/18	MR	015	Review Sears debt documents (2.0); analyze key issues for finance team re lien review (1.3); correspondence with finance team re same (.7).	4.00
10/28/18	SW	015	Various correspondence with finance team re prepetition diligence matters.	0.70
10/28/18	TST	015	Review and summarize prepetition debt facilities (3.8); correspondence with finance team re same (.7).	4.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/29/18	ISD	015	Review Debtors' analysis of collateral and debt financings.	1.10
10/29/18	PCD	015	Review revised presentation from Company re collateral and debt financings.	1.00
10/29/18	MR	015	Review updated structure chart and collateral overview (.5); review prepetition debt documents (4.1).	4.60
10/29/18	AH	015	Review corporate/capital structure and collateral overview.	0.50
10/29/18	EJM	015	Call with T. Threadcraft re prepetition debt review (.1); communications with finance team re prepetition debt document and collateral review (.7); follow up re same (.2).	1.00
10/29/18	ZDL	015	Analyze Debtors' presentation on collateral.	1.10
10/29/18	TST	015	Review prepetition debt documents (1.0); summarize the same and prepare issues list (3.5); call with E. McNeilly re same (.1); internal communications re debt review process (.5).	5.10
10/29/18	JBH	015	Conduct debt analysis (3.6); review collateral packages (1.5); create list of missing debt documents for diligence request (.4).	5.50
10/30/18	CPV	015	Comments on debt summary.	1.90
10/30/18	MR	015	Review prepetition debt documents re lien review.	3.90
10/30/18	EJM	015	Review first lien prepetition debt documents.	0.70
10/30/18	SW	015	Review and comment on debt issue list/memo.	1.20
10/30/18	TST	015	Revise prepetition debt summary and issues list.	3.60
10/30/18	JBH	015	Prepare prepetition debt analysis with respect to the prepetition debt facilities (.4); review guarantee and security agreements in connection with the same (2.1).	2.50
10/31/18	CPV	015	Review prepetition debt documents (3.0); revise prepetition debt summary (3.4); confer with real estate and finance teams re scope of financial diligence and debt summary (1.7).	8.10
10/31/18	MR	015	Call with real estate and finance teams re prepetition debt review and presentation (1.7); review prepetition debt documents and update missing document list (4.4).	6.10
10/31/18	JAB	015	Call with finance and real estate teams re real property collateral and related issues with respect to prepetition debt.	1.70
10/31/18	JRC	015	Participate in call with finance and real estate teams re real property collateral in connection with lien review.	1.70
10/31/18	DSP	015	Internal debt review call with finance and real estate team re collateral review.	1.70
10/31/18	EJM	015	Review and summarize first lien debt prepetition transactions (3.0); call with real estate and finance teams re debt review (1.7); prepare debt grid form (1.3); research issues re prepetition debt facilities (1.6).	7.60
10/31/18	SW	015	Call with finance and real estate teams re analysis of prepetition debt, real estate transactions and related diligence (1.7); review and analyze prepetition debt transactions (1.0).	2.70
10/31/18	TST	015	Prepare prepetition debt summary (2.0); call with finance and real estate teams re same (1.7); internal correspondence re same (.5).	4.20
10/31/18	RS	015	Prepare for call with finance and real estate teams (1.2); attend call (1.7).	2.90
10/31/18	JBH	015	Call with real estate and finance teams re prepetition debt facilities analysis, work streams and outstanding issues (1.7); revise list of guarantors for annex to prepetition debt facilities summary (.2); revise diligence request list (.1).	2.00
10/26/18	HBJ	018	Research and analyze tax related information in public filings (1.8); call with S. Joffe (FTI) re same (.5); communications with S. Goldring (Weil) re tax issues (.6).	2.90
10/27/18	HBJ	018	Review materials for tax diligence.	1.00
10/29/18	HBJ	018	Review trading order (.9); call with S. Joffe, M. Danishefsky re same (.3); confer with B. Morris re same (.4); revise list of tax diligence needed immediately (.8).	2.40
10/29/18	BTM	018	Confer with H. Jacobson re tax issues and section 382 (.4); research stock ownership information (.4).	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/29/18	MD	018	Call with FTI re tax diligence (1.0); examine information pertaining to company tax attributes (2.7); call with S. Joffe, H. Jacobson and re trading order (.3).	4.00
10/30/18	HBJ	018	Review background material (.8); review and revise list of tax diligence items needed (.4).	1.20
10/30/18	BTM	018	Draft and revise section 382 model (4.1); review and revise due diligence request list (.5).	4.60
10/30/18	MD	018	Prepare 382 analysis and diligence requests.	3.50
10/31/18	HBJ	018	Review financial statements and 382 ownership analysis, capital structure (1.3); call with FTI tax team re tax analysis and information to be requested (.8); edit list of required information, clear with tax team, and email to S. Goldring (Weil) (.3).	2.40
10/31/18	BTM	018	Review background materials re tax issues (.6); review and revise section 382 model (2.6); confer with M. Danishefsky re due diligence request list (.2); communications with S. Joffe re section 382 issues (.7).	4.10
10/31/18	MD	018	Review trading order and tax attributes (3.1); call with S. Joffe (.7); confer with B. Morris re diligence (.2).	4.00
10/29/18	ZDL	019	Review Debtors' presentation on KEIP/KERP.	0.90
10/30/18	ZDL	019	Review KEIP/KERP analysis.	0.90
10/30/18	ISD	023	Attend meeting at Lazard re sale process with company (2.0) and follow-up call with UCC professionals re same (.7).	2.70
10/30/18	AQ	023	Professionals call re update from Lazard meeting and sale process (.7); follow-up re same (.1).	0.80
10/30/18	PCD	023	Attend meeting at Lazard re sale process with company (2.0); follow-up call with UCC advisors re same (.7).	2.70
10/30/18	EDM	023	Attend UCC professionals call re sale process (.7); review materials re same (1.3).	2.00
10/30/18	APM	023	Attend advisors meeting at Lazard re sale process (2.0); follow-up call with UCC professionals related to Lazard meeting and other updates (.7).	2.70
10/30/18	AF	023	Meet with Debtors and advisors re sale process and related DIP issues (2.0); follow-up with UCC advisors re same (.7)	2.70
10/30/18	FTL	023	Attend meeting (telephonically) with Company and advisors to discuss sale process and related financing issues in connection with sale process (partial).	1.30
10/30/18	DSP	023	Conduct diligence re Uhaul proposed sale.	0.70
10/30/18	ZDL	023	Review sale process timeline (.3); review form NDAs re same (.8).	1.10
10/30/18	SW	023	Attend UCC professionals call re sale process (.7); review background materials re same (1.7).	2.40
10/31/18	ISD	023	Analyze GOB and asset sales issues (.7); internal communications with P. Dublin and A. Qureshi re same (.5).	1.20
10/31/18	AQ	023	Confer with I. Dizengoff and P. Dublin re bid procedures and asset sale issues.	0.50
10/31/18	PCD	023	Review and comment on bid procedures materials (1.7); confer with I. Dizengoff and A. Qureshi re same (.5); communications with S. Brauner re SHIP (.4).	2.60
10/31/18	EDM	023	Review and comment on SHIP sale transaction bidding procedures.	1.30
10/31/18	APM	023	Review draft bidding procedures for SHIP sale transaction (1.2); provide comments to E. McGrady on bidding procedures (2.2); draft UCC presentation re same (1.0).	4.40
10/31/18	SLB	023	Review and comment on materials re SHIP transaction (.6); communications with P. Dublin re same (.4).	1.00
10/31/18	ZDL	023	Review Debtors' presentation decks re business/sale process.	1.20
10/24/18	ISD	024	Confer with P. Dublin re store closing procedures (.6); review motion and objections re same (1.1); confer with A. Qureshi re same (.2).	1.90
10/24/18	AQ	024	Confer with I. Dizengoff re store closing motion (.2); communications with P. Dublin re same (.3); review motion re same (.2).	0.70

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/24/18	PCD	024	Comment on store closing procedures (.5); correspondence with Akin team re same (.1); review objections re store closing motion (.4); confer with A. Qureshi re same (.3); confer with I. Dizengoff re same (.6).	1.90
10/25/18	ISD	024	Communications with landlord counsels re store closing procedures (.4); review correspondence re same (.2).	0.60
10/25/18	PCD	024	Communications with landlord counsels re store closing procedures (.4); review landlord agreement (.2).	0.60
10/26/18	JAB	024	Review and analyze summary materials presented to unsecured creditors committee regarding open real estate issues (2.5); prepare kickoff email for real property team (.7).	3.20
10/26/18	DSP	024	Review real estate diligence issues.	0.30
10/27/18	DSP	024	Analysis re general real estate issues.	1.80
10/28/18	JAB	024	Review bankruptcy motions and related materials in connection with real property issues (3.8); prepare real property task list (1.0); call with Weil re real property issues (1.0); prepare updates to real property task lists based upon the foregoing call (.3); call with S. Welkis re real estate team diligence matters (.6); call with D. Phelps re review of real property tasks and staffing for completion of same (.3).	7.00
10/28/18	DSP	024	Call with Weil re real estate issues (1.0); review store closing procedures and related issues (2.3); call with J. Bain re real estate team and work streams (.3).	3.60
10/28/18	SW	024	Call with J. Bain re prepetition transactions and related real estate matters.	0.60
10/29/18	JAB	024	Call with D. Phelps re collateral and related RE issues (.6); review of overall team and real estate task lists (.2); email correspondence with Weil re preliminary real property matters (.5); review of real property materials in data site in connection with completing real property tasks (.9); email correspondence with real property team providing updates with respect to real estate functions (.3).	2.50
10/29/18	DSP	024	Review data site index and review property lists (.4); review real estate collateral overview (.2); confer with R. Savar re Seritage lease review and analysis (.3); review Weil deliveries (1.8); confer with R. Savar re data site real estate materials (.4); call with J. Bain re collateral issues (.6).	3.70
10/29/18	RS	024	Confer with D. Phelps re data site materials (.4); review of same (1.5); research unitary lease issues (2.2); draft memo re same (1.6); confer with D. Phelps re Seritage (.3).	6.00
10/30/18	JAB	024	Review and analysis of Seritage master lease and related documents (2.3); email correspondence with Debtors' counsel re real property collateral and Seritage related matters (.7); confer with J. Clarke re review and analysis of real property issues and work streams (.8); call with D. Phelps re issues presented by collateral properties (.6).	4.40
10/30/18	JRC	024	Discuss real estate collateral issues with J. Bain (.8); initiate review of documentation re real estate collateral (1.1).	1.90
10/30/18	DSP	024	Review lists of encumbered/unencumbered properties by loan facility (.6); call with J. Bain re same (.6); confer with R. Savar re real estate matters and Seritage Master Lease (.3).	1.50
10/30/18	RS	024	Review and analyze master lease and related materials (3.5); confer with D. Phelps re same (.3); research in connection with same (1.8).	5.60
10/31/18	APM	024	Communications with R. Savar re mortgages and title searches.	0.50
10/31/18	JAB	024	Review of materials relating to prepetition debt re open real estate issues (.6); communications with Debtors' counsel re additional real property materials (.2); review background materials in connection with the same (.5); call with D. Phelps re coordination of real estate diligence matters (.3).	1.60
10/31/18	JRC	024	Continue review of real estate documentation (1.0) and research of company lease information (.6); draft master property chart (.3)	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>		<u>Hours</u>
10/31/18	DSP	024	Call with J. Bain re real estate diligence matters (.3); review master lease (1.5).	1.80
10/31/18	RS	024	Review data site RE materials (1.5); communications with A. Miller re title searches (.5).	2.00
10/25/18	AQ	025	Travel to and from White Plains (full travel time = 1.3 hours).	0.60
10/25/18	PCD	025	Travel to and from White Plains (full travel time = 1.7 hours).	0.80
10/25/18	APM	028	Coordinate corporate M&A and diligence teams.	1.60
10/26/18	EDM	028	Review and revise diligence index (1.6); call with J. Lewis and A. Steed re corporate diligence and deliverables (1.4).	3.00
10/26/18	APM	028	Create diligence task list (1.2); review background materials in connection with general corporate matters (.5).	1.70
10/26/18	JKL	028	Attend call with E. McGrady and A. Steed re corporate diligence.	1.40
10/26/18	ALS	028	Attend call with E. McGrady and J. Lewis re corporate diligence and deliverables (1.4); correspondence with corporate team re data room index (.5); draft SEC filings index (2.5); draft diligence data room index (3.2).	7.60
10/27/18	EDM	028	Review and comment on public filings index.	0.30
10/27/18	APM	028	Analyze background information in connection with corporate diligence (.5); review summary of SEC filings and timeline (1.2).	1.70
10/27/18	ALS	028	Revise SEC filings index.	2.30
10/28/18	EDM	028	Oversee corporate diligence work streams (.8); analyze key SEC filings (2.0).	2.80
10/28/18	APM	028	Provide comments on task list related to corporate tasks.	0.80
10/28/18	ALS	028	Review general corporate diligence requests.	1.30
10/29/18	ALS	028	Update SEC filings index.	3.70
10/30/18	APM	028	Review corporate diligence summaries (1.4); follow up questions related to corporate diligence (.6).	2.00
10/31/18	APM	028	Follow up re corporate diligence and work streams.	1.00
10/31/18	ALS	028	Review and circulate new diligence documents.	0.40
10/26/18	JAL	029	Review and summarize cash management motion and interim cash management order.	3.90
10/27/18	KEB	029	Review insurance entity analysis in connection with Sears Re corporate memo (.4); draft memorandum re same (3.4); review background materials including SEC filings and investor presentations re same (2.9).	6.70
10/27/18	AH	029	Review correspondence and background documents re intercompany issues.	2.50
10/27/18	JAL	029	Prepare summaries of cash management motion and interim order.	3.10
10/28/18	KEB	029	Revise memo re Sears Re.	1.70
10/28/18	APM	029	Review summary and related materials on Sears re operations and intercompany relationships.	2.30
10/28/18	AH	029	Review and revise Sears Re Memo (4.2); review Sears 10K disclosures, court filings and PowerPoint deck summaries in connection with intercompany issues (2.3).	6.50
10/31/18	ISD	029	Review intercompany claim issues.	1.10
10/31/18	ZDL	029	Review cash management motion (.5); review draft language re IC transfers (.4).	0.90
10/30/18	SLB	030	Calls with Debtors' counsel re foreign vendor issues.	0.70
Total Hours				1271.00

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
J L SORKIN	32.90	at \$1045.00	= \$34,380.50
H B JACOBSON	9.90	at \$1045.00	= \$10,345.50
K E BERCHEM	13.20	at \$1210.00	= \$15,972.00
I S DIZENGOFF	51.10	at \$1475.00	= \$75,372.50
A QURESHI	41.40	at \$1375.00	= \$56,925.00

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
D H BOTTER	34.40	at \$1375.00	= \$47,300.00
P C DUBLIN	51.40	at \$1375.00	= \$70,675.00
A P MILLER	46.30	at \$950.00	= \$43,985.00
F T LEE	9.50	at \$1210.00	= \$11,495.00
M RU	29.60	at \$970.00	= \$28,712.00
A HSU	9.50	at \$930.00	= \$8,835.00
J A BAIN	25.30	at \$840.00	= \$21,252.00
M L BRIMMAGE JR.	24.80	at \$1240.00	= \$30,752.00
L M LAWRENCE	29.60	at \$910.00	= \$26,936.00
D S PHELPS	22.00	at \$1100.00	= \$24,200.00
S WELKIS	37.40	at \$1210.00	= \$45,254.00
C P VILLOTA	17.90	at \$820.00	= \$14,678.00
E D MCGRADY	15.10	at \$815.00	= \$12,306.50
A FREEMAN	49.60	at \$990.00	= \$49,104.00
D L CHAPMAN	11.80	at \$895.00	= \$10,561.00
C W CARTY	45.40	at \$890.00	= \$40,406.00
S L BRAUNER	74.70	at \$975.00	= \$72,832.50
B T MORRIS	9.50	at \$945.00	= \$8,977.50
M DANISHEFSKY	11.50	at \$835.00	= \$9,602.50
A T LOCKE	14.50	at \$810.00	= \$11,745.00
K G DEMANDER	10.70	at \$725.00	= \$7,757.50
J K LEWIS	13.90	at \$520.00	= \$7,228.00
S SHARAD	19.20	at \$715.00	= \$13,728.00
J P KANE	19.00	at \$645.00	= \$12,255.00
J CLARKE	5.50	at \$885.00	= \$4,867.50
E J MCNEILLY	32.90	at \$620.00	= \$20,398.00
J A LATOV	60.50	at \$620.00	= \$37,510.00
Z D LANIER	64.20	at \$620.00	= \$39,804.00
T S THREADCRAFT	30.00	at \$765.00	= \$22,950.00
D S PARK	21.10	at \$590.00	= \$12,449.00
R SAVAR	20.60	at \$590.00	= \$12,154.00
A L STEED	25.40	at \$520.00	= \$13,208.00
J R KULIKOWSKI	8.30	at \$520.00	= \$4,316.00
J B HILL	22.30	at \$520.00	= \$11,596.00
M CHEN	6.90	at \$520.00	= \$3,588.00
S MAHKAMOVA	46.50	at \$540.00	= \$25,110.00
J E SZYDLO	45.60	at \$540.00	= \$24,624.00
B R KEMP	20.70	at \$330.00	= \$6,831.00
T SOUTHWELL	45.10	at \$385.00	= \$17,363.50
D KRASA-BERSTELL	28.30	at \$385.00	= \$10,895.50
T J SMITH	6.00	at \$205.00	= \$1,230.00

Current Fees	\$1,092,467.50
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FOR COSTS ADVANCED AND EXPENSES INCURRED:

Duplication - Off Site	\$2,683.13
Meals - Overtime	\$23.35
Meals - Business	\$93.47
Transcripts	\$207.60
Travel - Airfare	\$3,184.81
Travel - Auto (mileage)	\$27.26
Travel - Ground Transportation	\$921.71
Travel - Lodging (Hotel, Apt, Other)	\$1,252.11
Travel - Parking	\$94.92

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Current Expenses	\$8,488.36
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Total Amount of This Invoice	\$1,100,955.86
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Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount
Duplication – Off Site	2,683.13
Meals – Overtime	23.35
Meals – Business	93.47
Transcripts	207.60
Travel – Airfare	3,184.81
Travel – Auto (mileage)	27.26
Travel – Ground Transportation	921.71
Travel – Lodging (Hotel, Apt, Other)	1,252.11
Travel – Parking	94.92
TOTAL:	8,488.36

Exhibit E

Itemized Disbursements

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF FINANCIAL OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1815364
Invoice Date 02/12/19
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/18 :

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>
10/19/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018 Taxi/Car Service/Public Transport, 10/19/18, Taxi from office to home re: late night work., Uber	\$24.72
10/21/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018 Taxi/Car Service/Public Transport, 10/21/18, Taxi from office to home re: late night work on 10/20/2018., Uber	\$24.75
10/24/18	Travel - Ground Transportation VENDOR: ZACHARY D. LANIER INVOICE#: 2878053711022302 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/24/18, Late car home, Lyft	\$38.00
10/24/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2891738311081806 DATE: 11/8/2018	\$11.76

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10/24/18	Taxi/Car Service/Public Transport, 10/24/18, Late car from OBP to home, NYC Taxi Cab Meals - Business VENDOR: JOSEPH E. SZYDLO INVOICE#: 2878124611132312 DATE: 11/13/2018 Dinner, 10/24/18, Late Working Dinner, Aya Sushi, Joe Szydlo	\$20.00
10/25/18	Travel - Ground Transportation VENDOR: ZACHARY D. LANIER INVOICE#: 2878053711022302 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/25/18, Late car home, Lyft	\$61.42
10/25/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2878657811022302 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/25/18, Car from OBP to court for A. Qureshi and P. Dublin, Uber	\$140.37
10/25/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2878657811022302 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/25/18, Car from court to OBP for A. Qureshi and P. Dublin, Uber	\$76.38
10/25/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2878657811022302 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/25/18, Late car from OBP to home, Uber	\$20.43
10/25/18	Travel - Ground Transportation VENDOR: JOSEPH L. SORKIN INVOICE#: 2861060111021704 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/25/18, Subway to/from meeting with Debtorsâ€™ advisors on 10/25, NY Transit	\$5.50
10/25/18	Travel - Ground Transportation VENDOR: JOSEPH E. SZYDLO INVOICE#: 2892004111091806 DATE: 11/9/2018 Taxi/Car Service/Public Transport, 10/25/18, Late car from OBP to home, Uber	\$29.68
10/25/18	Travel - Ground Transportation VENDOR: ALLISON P. MILLER INVOICE#: 2899188611121906 DATE: 11/12/2018 Taxi/Car Service/Public Transport, 10/25/18, Car service home after evening o/t work., Arro Service	\$11.84
10/25/18	Travel - Ground Transportation VENDOR: JOSEPH E. SZYDLO INVOICE#: 2878124611132312 DATE: 11/13/2018	\$24.39

	Taxi/Car Service/Public Transport, 10/25/18, Car to office with materials for meeting, Uber	
10/25/18	Travel - Ground Transportation VENDOR: JOSEPH E. SZYDLO INVOICE#: 2878124611132312 DATE: 11/13/2018	\$22.62
	Taxi/Car Service/Public Transport, 10/25/18, Late car home, Uber	
10/25/18	Transcripts VENDOR: VERITEXT INVOICE#: NY3524653 DATE: 10/25/2018	\$141.60
	Transcriber fee for transcript of October 15, 2018 hearing.	
10/25/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018	\$29.83
	Taxi/Car Service/Public Transport, 10/25/18, Taxi from office to home re: late night work on 10/24/2018., Uber	
10/25/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018	\$29.87
	Taxi/Car Service/Public Transport, 10/25/18, Taxi from office to home re: late night work., Uber	
10/26/18	Travel - Airfare VENDOR: LACY M. LAWRENCE INVOICE#: 2882233011061912 DATE: 11/6/2018	\$1,040.41
	Airfare, 10/26/18, Sears Meeting - NY	
10/26/18	Transcripts VENDOR: VERITEXT INVOICE#: NY3525989 DATE: 10/26/2018	\$66.00
	Transcriber fee for transcript of October 25, 2018 hearing.	
10/26/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018	\$24.65
	Taxi/Car Service/Public Transport, 10/26/18, Taxi from office to home re: late night work., Uber	
10/26/18	Travel - Airfare VENDOR: MARTY L. BRIMMAGE JR. INVOICE#: 3002161612290102 DATE: 12/29/2018	\$2,144.40
	Airfare, 10/26/18, meeting	
10/27/18	Travel - Auto (mileage) VENDOR: TRACY SOUTHWELL INVOICE#: 2943473212010302 DATE: 12/1/2018	\$13.63
	Mileage, 10/27/18, Mileage to and from office on Saturday, From: 515 N Marquette St, Pacific Palisades, CA 90272, USA To: 1999 Avenue of the Stars, Los Angeles, CA 90067, USA To: 515 N Marquette St, Pacific Palisades, CA 90272, USA, self	

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10/27/18	Meals - Business VENDOR: TRACY SOUTHWELL INVOICE#: 2943473212010302 DATE: 12/1/2018 Lunch, 10/27/18, Overtime - Saturday lunch, Beaming, Tracy Southwell	\$17.00
10/28/18	Travel - Ground Transportation VENDOR: LACY M. LAWRENCE INVOICE#: 2882233011060003 DATE: 11/6/2018 Taxi/Car Service/Public Transport, 10/28/18, Sears Meeting - NY, Uber	\$66.06
10/28/18	Travel - Auto (mileage) VENDOR: TRACY SOUTHWELL INVOICE#: 2943473212010302 DATE: 12/1/2018 Mileage, 10/28/18, Mileage to and from office on Sunday, self	\$13.63
10/28/18	Meals - Business VENDOR: TRACY SOUTHWELL INVOICE#: 2943473212010302 DATE: 12/1/2018 Lunch, 10/28/18, Overtime - Sunday lunch, Beaming, Tracy Southwell	\$17.00
10/29/18	Travel - Ground Transportation VENDOR: DEAN L. CHAPMAN INVOICE#: 2875721011020004 DATE: 11/2/2018 Taxi/Car Service/Public Transport, 10/29/18, Overtime taxi, Uber	\$46.42
10/29/18	Meals - Business VENDOR: Edward McNeilly INVOICE#: 2867987911121505 DATE: 11/12/2018 Dinner, 10/29/18, Working meal, Spice Affairs, Edward McNeilly	\$19.47
10/29/18	Travel - Ground Transportation VENDOR: ALLISON P. MILLER INVOICE#: 2869028611121906 DATE: 11/12/2018 Taxi/Car Service/Public Transport, 10/29/18, Car service home after evening o/t work., Uber Car Service	\$26.59
10/29/18	Travel - Ground Transportation VENDOR: JOSEPH E. SZYDLO INVOICE#: 2878124611132312 DATE: 11/13/2018 Taxi/Car Service/Public Transport, 10/29/18, Late car home, NYC Taxi Cab	\$25.56
10/29/18	Travel - Ground Transportation VENDOR: SARA L. BRAUNER INVOICE#: 2892104411201802 DATE: 11/20/2018 Taxi/Car Service/Public Transport, 10/29/18, Cab home after working late., VTS AJB Taxi Management	\$10.56
10/29/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2923687811212105 DATE: 11/21/2018 Taxi/Car Service/Public Transport, 10/29/18, Late car from OBP to home, NYC Taxi Cab	\$9.96

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10/29/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018 Taxi/Car Service/Public Transport, 10/29/18, Taxi from office to home re: late night work., Uber	\$25.02
10/29/18	Meals - Overtime VENDOR: SAURABH SHARAD INVOICE#: 2993844312192104 DATE: 12/19/2018 All Overtime Meals, 10/29/18, Dinner while working late., Sweetgreen	\$23.35
10/30/18	Travel - Parking VENDOR: LACY M. LAWRENCE INVOICE#: 2882233011060003 DATE: 11/6/2018 Parking, 10/30/18, Sears Meeting - NY, FreedomPark	\$94.92
10/30/18	Travel - Lodging (Hotel, Apt, Other) VENDOR: LACY M. LAWRENCE INVOICE#: 2882233011060003 DATE: 11/6/2018 Hotel - Lodging, 10/30/18, Sears Meeting - NY, W Hotel	\$1,252.11
10/30/18	Travel - Ground Transportation VENDOR: ABID QURESHI INVOICE#: 2891738311081806 DATE: 11/8/2018 Taxi/Car Service/Public Transport, 10/30/18, Late car from OBP to home, NYC Taxi Cab	\$10.56
10/30/18	Meals - Business VENDOR: SAURABH SHARAD INVOICE#: 2913381711162102 DATE: 11/16/2018 Dinner, 10/30/18, Meal while working late., Xi'an Famous Foods, Saurabh Sharad	\$20.00
10/30/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018 Taxi/Car Service/Public Transport, 10/30/18, Taxi from office to home re: late night work., Uber	\$24.16
10/31/18	Travel - Ground Transportation VENDOR: DAGMARA KRASA-BERSTELL INVOICE#: 2884441211061107 DATE: 11/6/2018 Taxi/Car Service/Public Transport, 10/31/18, Car home after working overtime., Uber	\$73.87
10/31/18	Duplication - Off Site VENDOR: HAYSTACKID INVOICE#: 34261 DATE: 10/31/2018 posters for Jeff Latov	\$2,683.13
10/31/18	Travel - Ground Transportation VENDOR: JEFFREY A. LATOV INVOICE#: 2935937811282103 DATE: 11/28/2018 Taxi/Car Service/Public Transport,	\$26.74

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10/31/18, Taxi from office to home re:
late night work., Uber

Current Expenses	\$8,488.36
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Total Amount of This Invoice	\$1,100,955.86
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